

ARTICLES OF INCORPORATION
of
EMERALD CREEK RAILWAY CO.

KNOW ALL MEN BY THESE PRESENTS: That we, Fred Herrick, A. V. Bradrick and E. B. Flagg, all bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

1. That the name of the corporation shall be the Emerald Creek Railway Company.

2. That the purpose for which it is formed shall be and is to locate, build, equip, run and operate a railroad to be operated by steam, electricity or otherwise along and on the following described right of way:

A right of way extending from the most practical point of connection with the Chicago Milwaukee & St. Paul Railway Company's right of way as low located and constructed through Section 18, Twp. 43 North, Range 1, E. B. M., Shoshone County, Idaho, thence running in a southerly direction, following the most practical route in the vicinity of Emerald Creek and elsewhere, through Sections 18, 22, 27 and 34 of said Township to a point near the center of Section 34, Twp. 43 North, Range 1, E. B. M., being a distance of approximately 25 miles which is the estimated length of said road;

To run and operate a railway along said right of way by steam, electricity or otherwise and to carry freight and passengers thereon as a common carrier for hire, to do everything necessary, requisite or proper to be done in serving the public as a common carrier of freight or passengers for hire, to recover toll for the carriage of persons or freight on said railway, to purchase or consolidate with, lease or otherwise secure, or operate or

maintain on such terms as may be agreed, any railroad or railroads in the State of Idaho, including the rolling stock thereof, and all appurtenances thereto, complete the same to its or their terminus or termini, and to do every act or thing incident thereto.

To locate and establish booms for the purpose of sorting logs, poles, ties or other timber products, and to enable the public to assemble or sort its logs, poles, ties or other timber products therein in order to handle said timber products in connection with the operation of said railroad or otherwise.

To purchase, lease or acquire rights of way by the exercise of eminent domain for the uses and purposes of said railway, and to purchase or lease other lands, and to hold, possess, improve, sell, mortgage or otherwise dispose of said right of way and other lands which may be acquired and may be deemed for the best interests of the company, to borrow money on bonds, notes, commercial paper, or otherwise for the general purpose of conducting the business of the corporation, and to mortgage its property and property rights, or to pledge the same, or either of them, to secure the payment of any indebtedness.

To subscribe for and purchase the whole or any part of the capital stock or bonds of any corporation and participate in the management and conduct thereof; to do all things necessary and proper for the accomplishment of conducting expeditiously its business as a public service corporation.

3. That the place where its principal place of business is to be conducted is at the city of St. Maries, Kootenai County, Idaho.

4. That the term for which it is to exist is fifty (50) years from the date of its incorporation.

5. That the number of directors shall consist of three, at least one member of the Board of Directors shall be a resident

of the state of Idaho, and that no other qualification as to residence of the directors shall be necessary, two directors shall constitute a quorum for the transaction of business, and every decision by said quorum of the board shall be valid as a corporate act. The Board of Directors selected and appointed to act until their successors are appointed, elected and qualified are Fred Herrick, A. V. Bradrick and E. B. Flagg. That the officers selected and appointed to act until their successors are appointed, elected and qualified are Fred Herrick, President, A. V. Bradrick, Vice President, and E. B. Flagg, Secretary and Treasurer.

6. That the amount of capital stock of said corporation is Twenty five Thousand Dollars (\$25,000.00); and the number of shares into which it is divided is two hundred fifty (250) shares of the par value of One Hundred Dollars (\$100.00) each.

7. That the amount of stock which has been actually subscribed is Twenty-five Thousand Dollars (\$25,000.00), two hundred fifty shares (250), which has been subscribed by the following persons:

Names of Subscribers	Number of Shares	Par Value	Residence.
Fred Herrick	124	\$12,400	St. Maries, Ida.
A. V. Bradrick	63	6,300	St. Maries, Ida.
E. B. Flagg	63	6,300	St. Maries, Ida.

8 That all of the meetings of the Board of Directors shall be held at the principal office of the corporation in this state as herein designated, or at such other place or places within or without this state for the transaction of any business of the corporation as the directors may, by resolution or the by-laws, provide.

9. That the stockholders shall not be individually liable for the debts of the corporation.

10. This corporation shall be subject to all the duties imposed and shall have and possess all the powers and privileges

conferred by the laws of the State of Idaho, under which it is organized and which are contained in these articles of incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of June, 1914.

<u>Fred Herrick</u>	St. Maries, Idaho.
<u>A. V. Bradrick</u>	St. Maries, Idaho.
<u>E. B. Flagg</u>	St. Maries, Idaho.

State of Idaho, |
 | ss.
County of Kootenai. |

On this 16th day of June, in the year 1914, before me, Court M. Sargent, a duly qualified Notary Public, personally appeared Fred Herrick, A. V. Bradrick and E. B. Flagg, known to me to be the persons whose names are subscribed to the within instrument and they each acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate above written.

(Seal)	<u>Court M. Sargent</u>	<u>Court M. Sargent</u>
	Notary Public	Notary Public.
	Notary Public	Notary Public in and for
	Notary Public	Kootenai County, Idaho.
	Notary Public	Commission expires
	Notary Public	Apr. 12, 1915.

State of Idaho, |
 | ss.
County of Kootenai. |

I, D.E. Danby, County Recorder in and for the County and State aforesaid, do hereby certify the within and foregoing to be a full, true and correct copy of the whole thereof of the Articles of Incorporation of the Emerald Creek Railway Co., a corporation as the same appears on file in my office.

In testimony whereof I have hereunto set my hand and my official seal this 19th day of June 1914.

D. E. Danby
County Recorder
By W. S. Quares
Deputy.

CERTIFICATE OF INCORPORATION.

DOMESTIC.

S T A T E O F I D A H O.

DEPARTMENT OF STATE.

I, WILFRED L. GIFFORD, Secretary of State of the State of Idaho, do hereby certify that a certified copy of the Articles of Incorporation of

EMERALD CREEK RAILWAY CO.

duly certified by the Recorder of Kootenai County, to be a true copy of the original Articles, was filed in this office on the 27th day of June A. D. One Thousand Nine Hundred and Fourteen, and is duly recorded in Book A-6 of Domestic Corporations, Records of the State of Idaho, which Articles contain the statement of facts required by law, to-wit:

FIRST, The name of the Corporation as aforesaid; SECOND, The purpose for which it was framed; THIRD, The place where its principal business is to be transacted; FOURTH, The term for which it is to exist; FIFTH, The number of its directors, or its trustees; SIXTH, The amount of its capital stock and the number of shares into which it is divided; SEVENTH, The amount of its capital stock actually subscribed and by whom; EIGHTH, The kind of road intended to be constructed; NINTH, The place from and to which it is intended to be run; TENTH, The estimated length of the road; ELEVENTH, The number of directors which shall constitute a quorum for the transaction of business and that every decision by majority of said quorum of the board shall be valid as a corporate act; TWELFTH, That all the meetings of the Board of Directors shall be held at the principal office of the corporation in this state or at such other place or places within or without this state for

the transaction of any business of the corporation as the directors may, by resolution or by the by-laws, provide; THIRTEENTH, That at least one member of the Board of Directors shall be a resident of this state, and that no other qualification as to residence of the directors shall be necessary; FOURTEENTH, That the stockholders shall not be individually liable for the debts of the corporation; FIFTEENTH, The names of the President, Vice-President, Secretary and Treasurer selected and appointed to act until their successors are appointed, elected and qualified; SIXTEENTH, That before the issuance of this Certificate of Incorporation, there was filed in the office of the Secretary of State an affidavit of the President, named in said Articles of Incorporation, that the amount of the capital stock thereof required by law had been actually subscribed.

IN TESTIMONY WHEREOF, I have hereunto

set my hand and affixed the
Great Seal of the State. Done
at Boise City, the Capital of
Idaho, this 27th day of June, in
the year of our Lord one thou-
sand nine hundred and fourteen
and of the Independence of the
United States of America the
One Hundred and Thirty-eighth.

Secretary of State.